

# **EXHIBIT A**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF WISCONSIN**

NORTHMOBILETECH LLC, )  
                            )  
Plaintiff,               )  
                            ) Case No. 11-CV-291  
vs.                      )  
                            ) JURY TRIAL DEMANDED  
GENERAL GROWTH PROPERTIES, INC., )  
                            )  
Defendant.              )

**DECLARATION OF JEFFREY CLOUD**

I, Jeffrey Cloud, declare and state as follows:

1. I am over eighteen years of age, have personal knowledge or have conducted a reasonable investigation of the matters set forth herein, and declare that each statement below is true and correct.
2. I am currently an employee of General Growth Management, Inc. (“GGMI”), which is a wholly-owned subsidiary of General Growth Properties, Inc. (“GGP”). Both GGMI and GGP have a principal place of business at 110 North Wacker Drive, Chicago, Illinois 60606.
3. I attended DePaul University in Chicago, Illinois, where I obtained a Bachelor of Sciences degree in Marketing in 1997. Since then, I have worked in marketing in and around the Chicago area.
4. I have been working for GGMI since April 30, 2007. Throughout my time at GGMI, I have worked in the area of marketing and customer relationships. Currently, I am the Director of Customer Relations and Mobile Marketing in GGMI's Department of Customer Relationship Management.
5. GGP is the second-largest owner of shopping centers in the United States, with ownership and management interest in approximately one hundred sixty-nine properties in forty-

three states. GGMI is a wholly-owned subsidiary of GGP that provides property management services to GGP's shopping centers from the GGP corporate headquarters in Chicago, Illinois.

6. Of GGP's approximately one hundred sixty-nine shopping centers, it is my understanding that only one of these shopping centers is located in the Western District of Wisconsin -- the Oakwood Mall in Eau Claire, Wisconsin.

7. I understand that NorthMobileTech, Inc. has asserted that GGP's The Club Mobile App infringes NMT's patent.

8. The Club Mobile App is a software program that is used to promote sales and events of interest to consumers that shop at GGP shopping centers. The Club Mobile App is part of a customer affinity program, The Club, which is managed at GGP's corporate headquarters in Chicago, Illinois. The Club Mobile App provides information for those shopping centers that participate in The Club. Approximately one hundred fifty-two of GGP's shopping centers participate in The Club. GGP distributes The Club Mobile App to its shopping center customers free of charge via the Apple App Store and the Android Market.

9. The marketing strategy for The Club Mobile App was developed at GGP's headquarters in Chicago, Illinois.

10. Relevant documents relating to the development of the marketing strategy for The Club Mobile App are located at GGP's headquarters in Chicago, Illinois.

11. Relevant witnesses with knowledge relating to the development of the marketing strategy for The Club Mobile App are located at GGP's headquarters in Chicago, Illinois.

12. To my knowledge, no documents or witnesses with knowledge relevant to the development of the marketing strategy for The Club Mobile App are located in the Western District of Wisconsin, or anywhere near Madison, Wisconsin.

13. The Club Mobile App was designed and developed by GGP in conjunction with Point Inside Inc. and L4 Mobile, LLC. Most, if not all, of the technical design, development and coding work for The Club Mobile App occurred at GGP's headquarters in Chicago, Illinois, Point Inside's headquarters in Bellevue, Washington, and L4 Mobile's headquarters in Seattle, Washington.

14. Relevant documents relating to the technical design, development, and coding of The Club Mobile App are located at GGP's headquarters in Chicago, Illinois, Point Inside's headquarters in Bellevue, Washington, and L4 Mobile's headquarters in Seattle, Washington.

15. Relevant witnesses with knowledge relating to the technical design, development, and coding of The Club Mobile App are located at GGP's headquarters in Chicago, Illinois, Point Inside's headquarters in Bellevue, Washington, and L4 Mobile's headquarters in Seattle, Washington.

16. To my knowledge, no documents or witnesses with knowledge relevant to the technical design, development, and coding of The Club Mobile App are located in the Western District of Wisconsin, or anywhere near Madison, Wisconsin.

17. The activities relating to the promotion and distribution of The Club Mobile App to GGP's shopping center customers are managed in GGP's headquarters in Chicago, Illinois.

18. Relevant documents relating to the promotion and distribution of The Club Mobile App to GGP's shopping center customers are located at GGP's headquarters in Chicago, Illinois.

19. Relevant witnesses with knowledge relating to the promotion and distribution of The Club Mobile App to GGP's shopping center customers are located at GGP's headquarters in Chicago, Illinois.

20. To my knowledge, few, if any, documents or witnesses with knowledge relevant to the promotion and distribution of The Club Mobile App to GGP's shopping center customers are located in the Western District of Wisconsin, or anywhere near Madison, Wisconsin.

21. To the extent that relevant documents or witnesses with knowledge regarding the promotion and distribution of The Club Mobile App to GGP's shopping center customers are located at or near the Oakwood Mall, similarly situated witnesses and documents will likely be found at each of GGP's one hundred fifty-two participating shopping centers throughout the United States, including those in Chicago, Illinois and its suburbs such as Water Tower Place, Oakbrook Center and Northbrook Court.

22. The activities relating to the ongoing operation of The Club Mobile App, including all activities related to the collection and dissemination of advertising information to GGP shopping center customers, occur in GGP's headquarters in Chicago, Illinois.

23. Relevant documents relating to the ongoing operation of The Club Mobile App are located at GGP's headquarters in Chicago, Illinois.

24. Relevant witnesses with knowledge relating to the ongoing operation of The Club Mobile App are located at GGP's headquarters in Chicago, Illinois.

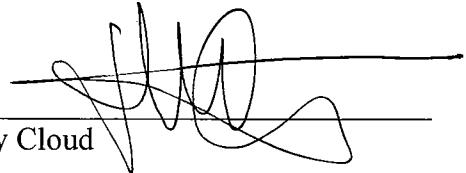
25. To my knowledge, few, if any, documents or witnesses with knowledge relevant to the ongoing operation of The Club Mobile App are located in the Western District of Wisconsin, or anywhere near Madison, Wisconsin.

26. To the extent that relevant documents or witnesses with knowledge regarding the ongoing operation of The Club Mobile App are located at or near the Oakwood Mall, similarly situated witnesses and documents will likely be found at each of GGP's one hundred fifty-two

participating shopping centers throughout the United States, including those in Chicago, Illinois and its suburbs such as Water Tower Place and Oakbrook Center.

I declare under the penalty of perjury that the foregoing is true and correct. Executed this  
29<sup>th</sup> Day of June, 2011 in Chicago, Illinois.

Jeffrey Cloud

A handwritten signature in black ink, appearing to read "Jeffrey Cloud". The signature is fluid and cursive, with a long horizontal line extending to the right from the end of the name.